

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
DURA AUTOMOTIVE SYSTEMS, LLC, <i>et al.</i> ¹)	Case No. 19-12378 (KBO)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: D.I. 931, 940, 950 & 1005

**CERTIFICATION OF COUNSEL REGARDING REVISED
PROPOSED ORDER (I) APPROVING THE NORTH AMERICAN
STOCK AND ASSET PURCHASE AGREEMENT, (II) AUTHORIZING THE
SALE OF SUBSTANTIALLY ALL OF THE DEBTORS' NORTH AMERICAN
ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND
INTERESTS, AND (III) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT
OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

I, Daniel N. Brogan, counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby certify and state as follows:

1. On October 23, 2019, the Debtors filed the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Perform Obligations Related to the Stalking Horse Bid, (II) Approving Bidding Procedures with Respect to Substantially All Assets, (III) Approving Contract Assumption and Assignment Procedures, (IV) Scheduling Bid Deadlines, an Auction, and the Hearings and Objection Deadlines Related Thereto, and (V) Approving the Form and Manner of Notice Thereof* [Docket No. 154] (the “Sale Motion”).

2. On November 19, 2019, the Court entered the *Order (I) Approving Bidding Procedures with Respect to Substantially All Assets, (II) Approving Contract Assumption and Assignment Procedures, (III) Scheduling Bid Deadlines, an Auction, and the Hearings and*

¹ The debtor entities in these chapter 11 cases, along with the last four digits of each Debtor entity's federal tax identification number, are: Dura Automotive Systems Cable Operations, LLC (7052); Dura Automotive Systems, LLC (8111); Dura Fremont L.L.C. (1252); Dura G.P. (8092); Dura Mexico Holdings, LLC (4188); Dura Operating, LLC (2304); and NAMP, LLC (3693). Dura Automotive Systems, LLC's service address is: 1780 Pond Run, Auburn Hills, Michigan 48326.

Objection Deadlines Related Thereto, and (IV) Approving the Form and Manner of Notice Thereof
[Docket No. 339] (the “Bid Procedures Order”).

3. On April 30, 2020, the Debtors filed the *Notice of Debtors’ Entry Into Stock and Asset Purchase Agreement for Sale of Debtors’ North American Business* [Docket No. 931] (the “Proposed Order”) regarding the sale of the Debtors’ North American business (the “North American Business Sale”).

4. On May 2, 2020, the Debtors filed the *Notice of (I) Cancellation of Auction and (II) Filing of Proposed Sale Orders* [Docket No. 940].

5. On May 5, 2020, the Court entered the *Order Setting a Revised Sale Schedule* [Docket No. 950] (the “Sale Hearing Order”) scheduling a hearing regarding the Proposed Order for May 12, 2020 at 1:00 p.m. (ET) (the “Sale Hearing”). Pursuant to the Sale Hearing Order, objections to the Proposed Order were due to be filed by May 7, 2020 at 4:00 p.m. (ET) (the “Objection Deadline”).²

6. Prior to the Objection Deadline, the Debtors received objections or reservations of rights with respect to the relief sought in the Proposed Order from the Office of the United States Trustee for Region 3 (the “U.S. Trustee”), the Committee, the Zohar Lenders, Ankura, the Chubb Companies, Toyota Motor Engineering & Manufacturing North America, Inc., the Pension Benefit Guaranty Corporation, Patriarch, and Cameron County (collectively, the “Objections” filed by the “Objecting Parties”).

7. On May 12, 2020, the Debtors filed a revised form of the Proposed Order [Docket No. 1005] (the “First Revised Proposed Order”). At the Sale Hearing, the Debtors announced

² The Objection Deadline was extended until May 8, 2020 at 4:00 p.m. (ET) only as to the Official Committee of Unsecured Creditors (the “Committee”), the Zohar Lenders, and Ankura Trust Company, LLC, in its capacity as the Debtors’ term loan agent (“Ankura”).

changes to the Proposed Order reflected in the First Revised Proposed Order resolving various of the Objections.

8. After the Sale Hearing, the Debtors further revised the First Revised Proposed Order to reflect the changes announced on the record of the Sale Hearing. A final revised form of order approving the North American Business Sale reflecting such changes is attached hereto as Exhibit A (the “Second Revised Proposed Order”). A blackline comparing the Second Revised Proposed Order to the First Revised Proposed Order is attached hereto as Exhibit B.

9. The U.S. Trustee, the Committee, the Zohar Lenders, Ankura, and the Proposed Purchaser in connection with the North American Business Sale each consent to entry of the Second Revised Proposed Order.

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WHEREFORE, the Debtors respectfully request that the Court enter the Second Revised Proposed Order at its earliest convenience.

Dated: May 15, 2020
Wilmington, Delaware

BAYARD, P.A.

/s/ Daniel N. Brogan

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